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Daniel H. Golden
David M. Zensky
Abid Qureshi
Brian T. Carney

Special Counsel to Defendant UMB Bank, N.A.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
RESIDENTIAL CAPITAL, LLC, *et al.*, : Case No. 12-12020 (MG)
: (Jointly Administered)
Debtors. :
-----X

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

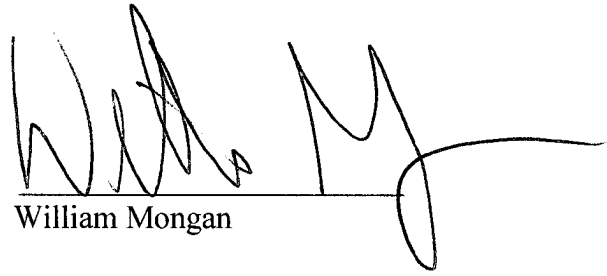
WILLIAM MONGAN, being duly sworn, deposes and says:

1. Deponent is not a party to this action, is over 18 years of age and is an employee of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036.

2. On June 20, 2013, I caused to be served UMB Bank, N.A.'s (I) Joinder in the Statement and Reservation of Rights of the Ad Hoc Group of Junior Secured Noteholders in Connection with the Debtors' Motion for an Order under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter into and Perform under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants and (II) Reservation Of Rights, by causing true and correct copies to be served via First Class Mail on the parties named on the service list attached hereto as **Exhibit A**, and by Electronic Mail on the parties named on the service list attached hereto as **Exhibit B**.

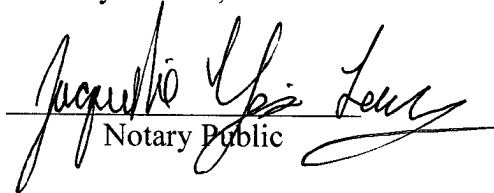
Dated: New York, New York
June 21, 2013

By:



William Mongan

Sworn to before me this
21st day of June, 2013



Notary Public

JACQUELINE YECIES LEVY
Notary Public, State of New York
No. 02LE6231194
Qualified in New York County
Commission Expires November 15, 2014

EXHIBIT A

Via USPS

Chadbourne & Parke LLP

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& Robert J Gayda & Marc B Roitman
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Attn Bobbie Theivakumaran
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New York, NY 10013

**Deutsche Bank Trust Company
Americas**

c/o Kelvin Vargas
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Fannie Mae

Attn Peter McGonigle
1835 Market St Ste 2300
Philadelphia, PA 19103

Internal Revenue Service

Centralized Insolvency Operation
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Philadelphia, PA 19101-7346

Internal Revenue Service

Centralized Insolvency Operation
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Philadelphia, PA 19104

Internal Revenue Service

Insolvency Section
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Kirkland & Ellis

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Kirkland & Ellis LLP

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LLP**

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**Milbank, Tweed, Hadley & McCloy
LLP**

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Morrison & Foerster LLP

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Morrison & Foerster LLP

Larren M Nashelsky, Gary S Lee
& Lorenzo Marinuzzi
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New York, NY 10104

Clifford Chance US LLP

Attn: Jennifer C. DeMarco and Adam
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**Office of the NY State Attorney
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Nancy Lord & Enid M Stuart
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**Office of the US Attorney for the
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United States Attorney Preet
Bharara
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Securities & Exchange Commission

Secretary of the Treasury
100 F St NE
Washington, DC 20549

Securities & Exchange

Commission NY Regional Office
George S Canellos Regional Director
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**US Trustee for the Southern
District of NY**

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Riffkin and Brian S. Masumoto
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**United States Attorney's Office for
the Southern District of New York
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Attn Joseph Cordaro
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New York, NY 10007

The Bank of New York Mellon

Asset-Backed Securities Group
101 Barclay St 4W
New York, NY 10286

U.S. Bank National Association

Attn: George Rayzis
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Philadelphia, PA 19102

Wells Fargo Bank NA
Attn Corporate Trust Services -
GMACM Home Equity Notes 2004
Variable Funding Trust
PO Box 98
Columbia, MD 21046

**Skadden Arps Slate Meagher &
Flom LLP**
Jonathan H. Hofer
Four Times Square
New York, NY 10036

U.S. Department of Justice
US Attorney General, Eric H.
Holder, Jr.
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**Skadden Arps Slate Meagher &
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Sarah M Ward
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EXHIBIT B

In re Residential Capital, LLC,
Case No. 12-12020 (MG)
Monthly Service List

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COUNTRY	PHONE	FAX	EMAIL	DESCRIPTION
AG Asset Management US LLC	Attn Russell Lipman	80 Pine St		New York	NY	10038		212-770-0948	212-770-8528		Member of Official Committee of Unsecured Creditors
Akerman Senterfitt LLP	Andrea S. Hartley	One Southeast Third Ave	25th Floor	Miami	FL	33131		305-374-5600	305-374-5095	andrea.hartley@akerman.com	Counsel to EverBank
Akerman Senterfitt LLP	Susan F. Balaschek & Had Khatib	335 Madison Ave Ste 2600		New York	NY	10017		212-880-3800	212-880-9965	susan.balaschek@akerman.com	Special Counsel to UMB Bank, N.A., as successor indenture trustee under that certain Indenture, dated as of June 6, 2008
Akin Gump Strauss Hauer & Feld LLP	Daniel H. Golden & David M. Zensky & Abd Oureshi	One Bryant Park		New York	NY	10036		212-872-1000	212-872-1002	dgolden@akingump.com	Counsel to Aurelius Capital Management LP
Akin Gump Strauss Hauer & Feld LLP	Fried S. Hodara & Robert A. Johnson & Christopher W. Cary	One Bryant Park		New York	NY	10036-6746		212-872-1000	212-872-1002	agursky@akingump.com	Attorneys for the Akin Independent School District
Aldine Independent School District	Courtney F. Harris, Pamela H. Walters	14910 Aldine Westfield Rd		Houston	TX	77032		281-985-6319	281-985-6321	cbetty@aldine.k12.tx.us	
Aldridge Connors LLP	Bankruptcy Department	Fifteen Piedmont Center	3575 Piedmont Rd NE Ste 500	Atlanta	GA	30305		404-994-7400	888-246-7307	edmail@adawillip.com	PennyMac Loan Services, LLC
Allen & Overy LLP	Ken Coleman & John Kibler	1221 Avenue of the Americas		New York	NY	10020		212-610-6300	202-610-6399	ken.coleman@allenover.com	Counsel to HSBC Bank USA, NA as Trustee of Certain Mortgage Backed Securities
Allstate Life Insurance Company	Attn Peter A. McElvain	3075 Sanders Rd Ste 65A		Northbrook	IL	60062		847-402-1477	847-402-6639	john.kibler@allenover.com	Member of Official Committee of Unsecured Creditors
Ally Financial Inc	Jeffrey Brown Corporate Treasurer	440 S Church St	# 1100	Charlotte	NC	28202		704-540-6133		william.b.solomon@ally.com	Secured Lender under the Secured Revolver and Line of Credit
Aston & Bird LLP	John C. Weinbauer Esq	One Atlantic Center	1201 West Peachtree St	Atlanta	GA	30309-3424		404-881-7000	404-253-9298	kt.weinbauer@aston.com	Counsel to Wells Fargo Bank, N.A., in its capacity as trustee, indenture trustee or master servicer of certain RMBS trusts
Aston & Bird LLP	Martin G. Bunin Esq & William Hao Esq	90 Park Ave		New York	NY	10016		212-210-9400	212-210-9444	william.bunin@aston.com	Counsel to Wells Fargo Bank, N.A., in its capacity as trustee, indenture trustee or master servicer of certain RMBS trusts
Aston & Bird LLP	William B. Meurda	Bank of America Plaza Ste 4000	101 S Tryon St	Charlotte	NC	28280-4000		704-444-1000	704-444-1755	bill.meurda@aston.com	Counsel to Wells Fargo Bank, N.A., in its capacity as trustee, indenture trustee or master servicer of certain RMBS trusts
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Attorney General of the State of New York, Eric T Schneiderman	Victoria L. Safran	Nassau Regional Office	200 Old Country Rd Ste 240	Mineola	NY	11501		516-248-3302			Counsel to the People of the State of New York, Eric T Schneiderman
Ballard Spahr LLP	Sarah Schröder-Williams, Esquire	1735 Market Street, 51st Floor		Philadelphia	PA	19103		215-864-8638	215-864-9999	Schneiderwilliams@ballardspahr.com	Counsel to PNC Bank NA
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Bernstein Litowitz Berger & Grossmann LLP	David R. Stickey & Jonathan D. Uslaner & Matthew P. Jubeville	12481 High Bluff Dr Ste 300		San Diego	CA	92130		858-789-0700	858-793-0323	johathanu@bblglaw.com	Counsel to Cambridge Place Investments Management Inc.
Bernstein Litowitz Berger & Grossmann LLP	Jai K. Chandrasekhar	1285 Avenue of the Americas		New York	NY	10019		212-554-1400	212-554-1444	matthew@bblglaw.com	Counsel to Cambridge Place Investments Management Inc.
Blank Rome LLP	Michael B. Schaeffle	One Logan Square		Philadelphia	PA	19103		215-586-5762		schaeffle@blankrome.com	Counsel to PNC Mortgage a Division of PNC Bank NA
Blank Rome LLP	Stanley B. Tarr & Alan M. Root	1201 N. Market Street, Suite 800		Wilmington	DE	19801		302-425-6400	302-425-6464	tarr@blankrome.com	Counsel to PNC Mortgage a Division of PNC Bank NA
BM&Z Holding LLC	Go Ally Financial Inc, Attn Courtney	200 Renaissance Center	Mail Code 482	Detroit	MI	48265-2000		313-856-6711		courtney.lawman@ally.com	Buyer under the Pre-Petition Ally Repo Facility
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Day Pitney LLP	Hebert K. Ryder	1 Jefferson Rd		Parsippany	NJ	07054-2891		973-966-6300	973-966-1015	hryder@daypitney.com	Counsel to Connecticut Housing Finance Authority
Day Pitney LLP	James J. Tancredi	242 Trumbull St		Hartford	CT	06103		860-276-0100	860-275-0343	jltancredi@daypitney.com	Counsel to Connecticut Housing Finance Authority
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In re Residential Capital, LLC,
Case No. 12-12020 (MG)
Monthly Service List

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Deutsche Bank Trust Company Americas Diem T Nguyen	Atin Brendan Meyer	Harborside Financial Center PO Box 12139		Jersey City Westminster	NJ	07311-3901 92685		201-593-8845 714-742-5571	646-502-4546	brandon.meyer@db.com diem.tnguyen@mail.com	Member of Official Committee of Unsecured Creditors Interested Party, Diem T Nguyen
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Fedeline Royal-DeAquero 2008 Trust	Mark K Broyles Esq	42265 Little Lake Rd		Rochester	NY	14614		585-232-7400	585-325-3119	broylesmk@rcn.com	Counsel to Bank of America NA, Aurora Loan Services & Residential Capital LLC, Residential Capital LLC
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FIDC	Dennis J Early	Counsel - Legal Division	3601 Fairfax Dr Rm VS-D-7076	Arlington	VA	22226-3500		703-562-2739	956-728-7406	den@fidc.gov	Counsel to the FDIC Member of Official Committee of Unsecured Creditors
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Freddie Mac	Kenton W Hambrick Associate	MI/S202		McLean	VA	22102		703-903-2473	312-360-6000	degent@freedom.com	Counsel to Mercer (US) Inc.
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Gibbons PC	Atin Karen A Giannelli Esq	One Pennsylvania Plaza 37th Fl		Newark	NY	07102-5310		973-538-4500	973-595-0545	kgiannelli@gibbonslaw.com	Counsel to Wells Fargo Bank, NA
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Ginnie Mae	Ted Tozer	550 12 St SW		Washington	DC	20024		202-485-5010		thedozer@hud.gov	GSE - Ginnie Mae Counsel to Stichting Pensionfonds ABP, Huntington Bancshares Inc, John Hancock Life Insurance Company (U.S.A.), John Hancock Life Insurance Company (U.S.A.) Separate Account 6A & John Hancock Life Insurance Company (U.S.A.) Separate Account 131
Grant & Eisenhofer PA	Geoffrey C Jarvis Matthew P Morris & Deborah A Eiman	485 Lexington Ave 28th Fl		New York	NY	10017		646-722-8500	646-722-8501	gjarvis@gelaw.com mpmorris@gelaw.com	Counsel to the Township of Saddle Brook
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In re Residential Capital, LLC,
Case No. 12-12020 (MG)
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Kramer Levin Naffatis & Frankel LLP	Kenneth H Eckstein, Thomas Moers Mayer & Douglas H Mannal & Jeffrey Trachman	1177 Avenue of the Americas		New York	NY 10036		212-715-9100	212-715-9000	lielbowitz@kramfrank.com rescapino@kccdc.com dflora@lppblpra.com james.heaney@lppblpra.com	Counsel to the Official Committees of Unsecured Creditors Counsel to Wachovia Bank NA as Trustee for the Security National Mortgage Loan Trust 2004-2 Claims and Noticing Agent Counsel to Normande Holdings LLC Law Debenture Trust Company of New York
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Kurtzman Carson Consultants	P Joe Morrow	2335 Alaska Ave		El Segundo	CA 90245		612-343-4961	612-338-6651	rescapino@kccdc.com	Counsel to Bank of America NA; Deutsche Bank National Trust Company, as Trustee for Saxon Asset Securities Trust 2007-2 Mortgage Loan Asset Backed Certificates, Series 2007-2; and Deutsche Bank National Trust Company, as Trustee for Morgan Stanley ABS Capital I Inc. Trust 2007-HE3 Mortgage Pass Through Certificates, Series 2007-H3; Deutsche Bank National Trust Company, as Trustee under Pooling and Servicing Agreement Dated 12/06/2006 Morgan Stanley ABS Capital I Inc. Trust 2006-NC; U.S. Bank NA as Trustee under Pooling and Servicing Agreement Dated 12/06/2006 Morgan Stanley ABS Capital I Inc. Trust 2006-NC; U.S. Bank NA as Trustee under Pooling and Servicing Agreement Dated 12/06/2006 Morgan Stanley ABS Capital I Inc. Trust 2006-NC; Deutsche Bank Trust Company Americas as Indenture Trustee; Securitized Asset Backed Receivables LLC Trust 2005-FR2 Mortgage Pass-Through Certificates, Series 2005-FR2; Owen Loan Servicing, LLC, as servicer for HSBC Bank USA, N.A., as Trustee for the registered holders of ACE Securities Corp. Home Equity Loan Trust, Series 2004-HE4, Asset Backed Pass-Through Certificates
Lappp Libra Thomson Stebbins & Pusch	James D Heaney Managing Director	400 Madison Ave		New York	NY 10017		646-747-1252		james.heaney@lppblpra.com	Counsel to City of McAllen, South Texas ISD, South Texas College & Cameron County Counsel to Dallas County
Law Offices of Christopher Green	Christopher E. Green	Two Union Square Suite 4285	601 Union Street	Seattle	WA 98101		206-686-4559	206-686-2558	richard@rsaklaw.com	Counsel to Texas Taxing Authorities - Katy ISD, Matagorda County, Brazoria ISD, Brazoria County, Chambers County, Fort Bend County, Harris County, Hays County, Garrettsville, Orange County, Counsel to Taxing Authorities Interested Party
Law Offices of Richard Sax	Richard Sax	448 Sarasota Ave		Santa Rosa	CA 95401		707-525-1924	707-525-1119	dogonnetto@leopolassociates.com pmahony@leopolassociates.com	Counsel to Wilmington Trust NA, as Indenture Trustee Counsel to The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company, and Cambridge Place Investments Management Inc.
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Lineberger Goggan Blair & Sampson LLP	Diana W Sanders Elizabeth Waller	Po Box 17428 2523 Bryan St Ste 1600		Austin	TX 78760		512-447-6075	512-443-5114	austin.bankruptcy@publicans.com dallas.bankruptcy@publicans.com	Counsel to Texas Taxing Authorities - Katy ISD, Matagorda County, Brazoria ISD, Brazoria County, Chambers County, Fort Bend County, Harris County, Hays County, Garrettsville, Orange County, Counsel to Taxing Authorities Interested Party
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In re Residential Capital, LLC,
Case No. 12-12020 (MG)
Monthly Service List

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Office of Attorney General	Carol E. Morjian	21 S. 12th Street, 3rd Floor		Philadelphia	PA	19107-3603		215-560-2128	215-560-2202	cmorjian@attorneygeneral.gov	Counsel to Commonwealth of Pennsylvania, Department of Revenue, Bureau of Compliance
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In re Residential Capital, LLC,
Case No. 12-12020 (MG)
Monthly Service List

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Securities & Exchange Commission NY Regional Office	Secretary of the Treasury	100 F St NE		Washington	DC 20549		202-942-8088	202-772-8317	sechanku@sec.gov	Securities and Exchange Commission - Headquarters
	George S Candellos Regional Director	3 World Financial Center Ste 400		New York	NY 10281-1022		212-336-1100	212-336-1320	george.candellos@sec.gov	Securities and Exchange Commission - New York Regional Office
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The Bank of New York Mellon	Attn Robert H Major Vice President	6525 West Campus Oval		New Albany	OH 43054		614-775-5278	614-775-5636	robert.major@bny Mellon.com	Member of Official Committee of Unsecured Creditors
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U.S. Bank National Association	Tanver Ashraf, Corporate Trust Services	West Side Flats, EP-Mn-W53D		St. Paul	MN 55107		651-495-3882	866-831-7910	tanver.ashraf@usbank.com	Securitization/HELOC Trustee
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Wells Fargo Bank, N.A.	Kelly Rentz	Corporate Trust Services	9062 Old Annapolis Road	Columbia	MD	21045		410-984-2208	410-715-2380	Sharon.Squillaro@wellsfargo.com , marvi.sofberg@wellsfargo.com	Securitization/HELOC Trustee
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